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## **GET NICE FINANCIAL GROUP LIMITED**

**結好金融集團有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 1469)**

### **CONNECTED TRANSACTION IN RELATION TO LICENSE AGREEMENT**

#### **THE LICENSE AGREEMENT**

On 25 March 2024 (after trading hours), Tao Yun as licensor and GNS (an indirect wholly-owned subsidiary of the Company) as licensee entered into the License Agreement, pursuant to which Tao Yun agreed to license right of use of the Premises to GNS for a term of three (3) years commencing from 1 April 2024 at a monthly fee of HK\$548,000. The License Agreement is a renewal of the Lease Agreement which will be expired on 31 March 2024.

#### **LISTING RULES IMPLICATIONS**

As at the date of this announcement, GN Holdings is a substantial shareholder of the Company. Tao Yun is an indirect wholly-owned subsidiaries of GN Holdings and is therefore connected person of the Company.

Pursuant to HKFRS 16 “Leases”, the entering into of the License Agreement by GNS will require the Group to recognise a right-of-use asset on its consolidated statement of financial position in connection with the License. As such, the License will be regarded as an acquisition of asset by the Group and constitutes a connected transaction for the Company under the Listing Rules. The value of right-of-use asset recognised by the Group under the License Agreement amounted to approximately HK\$18,144,000. As the applicable percentage ratios calculated in accordance with the Listing Rules in respect of the value of the right-of-use asset under the License are more than 0.1% but less than 5%, the License is subject to the reporting and announcement requirements but is exempt from the circular and Independent Shareholders’ approval requirements pursuant to Rule 14A.76(2) of the Listing Rules.

As at the date of this announcement, GN Holdings holds 1,824,690,171 Shares, representing approximately 72.99% of the total issued share capital of the Company. Mr. Hung, the chairman of the Board, a non-executive Director and also the chairman an executive director and controlling shareholder of GN Holdings, is interested in 50,309,829 Shares (representing approximately 2.01% of the total issued share capital of the Company) as at the date of the announcement. Mr. Hung has abstained from voting on the Board's resolution(s) approving the License Agreement.

## **THE LICENSE AGREEMENT**

On 25 March 2024 (after trading hours), Tao Yun as licensor and GNS (an indirect wholly-owned subsidiary of the Company) as licensee entered into the License Agreement, pursuant to which Tao Yun agreed to license the right of use of the Premises to GNS for a term of three (3) years commencing from 1 April 2024 at a monthly fee of HK\$548,000.

Set out below are the principal terms of the License Agreement:

|                |   |
|----------------|---|
| Date:          | 25 March 2024   |
| Licensee:      | GNS (an indirect wholly-owned subsidiary of the Company)  |
| Licensor:      | Tao Yun, the landlord of the Premises   |
|                | As at the date of this announcement, GN Holdings is a substantial shareholder of the Company. Tao Yun is an indirect wholly-owned subsidiary of the GN Holdings and hence a connected person of the Company |
| Premises:      | Commercial units on Ground Floor, 1st Floor and 2nd Floor, Cosco Tower, Grand Millennium Plaza. No. 183 Queen's Road Central and No. 33 Wing Lok Street, Hong Kong  |
| Saleable area: | Approximately 12,009 square feet  |
| Term:          | 3 years from 1 April 2024 to 31 March 2027 (both days inclusive)  |
| Monthly fee:   | HK\$548,000 (exclusive of management fee and all other outgoings) payable in advance on the first day of each calendar month  |
| Right to use:  | The licensing right of use of the Premises is not an exclusive right  |

## **REASONS FOR AND BENEFITS FOR ENTERING INTO THE LICENSE AGREEMENT**

The Group is principally engaged in the provision of financial services including securities dealing and broking, futures and options broking, asset management, underwriting and placements, securities margin financing and corporate finance services in Hong Kong (collectively, the “**Licensed Activities**”).

The Premises are currently occupied by the Group since April 2021 as the principal place of operations. The License Agreement is in fact a renewal of the Lease Agreement which will be expired on 31 March 2024. Details of the Lease Agreement have been disclosed in the announcement of the Company dated 18 March 2021.

The terms of the License Agreement were arrived at after arm’s length negotiations between Tao Yun and GNS with reference to the market rent of similar properties in Hong Kong and the professional valuation report issued by Prudential Surveyors (Hong Kong) Limited dated 28 February 2024.

The Directors, including the independent non-executive Directors, consider that the License is in the ordinary and usual course of business of the Group and the terms of the License Agreement are based on normal commercial terms, fair and reasonable and in the interests of the Company and the Shareholders as a whole.

## **INFORMATION OF THE PARTIES**

Tao Yun was incorporated in Hong Kong with limited liability and is principally engaged in properties holding and investment. Tao Yun is an indirect wholly owned subsidiary of GN Holdings and a fellow subsidiary of GNS.

GNS was incorporated in Hong Kong with limited liability and an indirect wholly owned subsidiary of the Company. GNS is principally engaged in the provision of financial services including securities dealing and broking, asset management, underwriting and placements, securities margin financing and corporate finance services in Hong Kong.

## **LISTING RULES IMPLICATIONS**

As at the date of this announcement, GN Holdings is a substantial shareholder of the Company. Tao Yun is an indirect wholly-owned subsidiaries of GN Holdings and is therefore connected person of the Company.

Pursuant to HKFRS 16 “Leases”, the entering into of the License Agreement by GNS will require the Group to recognise a right-of-use asset on its consolidated statement of financial position in connection with the License. As such, the License will be regarded as an acquisition of asset by the Group and constitutes a connected transaction for the Company under the Listing Rules. The value of right-of-use asset recognised by the Group under the License Agreement amounted to approximately HK\$18,144,000. As the applicable percentage ratios calculated in accordance with the Listing Rules in respect of the value of the right-of-use asset under the License are more than 0.1% but less than 5%, the License is subject to the reporting and announcement requirements but is exempt from the circular and Independent Shareholders’ approval requirements pursuant to Rule 14A.76(2) of the Listing Rules.

As at the date of this announcement, GN Holdings holds 1,824,690,171 Shares, representing approximately 72.99% of the total issued share capital of the Company. Mr. Hung, the chairman of the Board, a non-executive Director and also the chairman, an executive director and controlling shareholder of GN Holdings, is interested in 50,309,829 Shares (representing approximately 2.01% of the total issued share capital of the Company) as at the date of the announcement. Mr. Hung has abstained from voting on the Board’s resolution(s) approving the License Agreement.

## **DEFINITIONS**

In this announcement, unless the context otherwise requires, the following expressions shall have the following meanings:

|                       |  |
|-----------------------|--|
| “associate(s)”        | has the meaning ascribed to it under the Listing Rules   |
| “Board”               | the board of Directors   |
| “Business Day(s)”     | a day on which banks are generally open for business in Hong Kong (other than a Saturday, Sunday or public holiday or a day on which a tropical cyclone warning No. 8 or above or a “black rainstorm warning signal” is hoisted or remains hoisted in Hong Kong at any time between 9:00 am and 5:00 pm) |
| “Company”             | Get Nice Financial Group Limited, a company incorporated in the Cayman Islands with limited liability, the shares of which are listed on the Main Board of the Stock Exchange (Stock code: 1469)   |
| “connected person(s)” | has the meaning ascribed to it under the Listing Rules   |
| “Director(s)”         | the director(s) of the Company   |

|                     |   |
|---------------------|---|
| “GN Holdings”       | Get Nice Holdings Limited, a company incorporated in the Cayman Islands with limited liability, the securities of which are listed on the Main Board of the Stock Exchange (Stock code: 64)   |
| “GNS”               | Get Nice Securities Limited, a company incorporated in Hong Kong with limited liability and an indirect wholly owned subsidiary of the Company. GNS is a corporation licensed to carry out type 1 (dealing in securities), type 4 (advising on securities), type 6 (advising on corporate finance) and type 9 (asset management) regulated activities under the SFO |
| “Group”             | the Company and its subsidiaries  |
| “HK\$”              | Hong Kong dollars, the lawful currency of Hong Kong   |
| “HKFRS(s)”          | Hong Kong Financial Reporting Standard(s)   |
| “Hong Kong”         | the Hong Kong Special Administrative Region of the People’s Republic of China   |
| “Lease Agreement”   | the tenancy agreement dated 18 March 2021 entered into between GNS and Tao Yun in relation to the lease of the Premises for a term of three years commencing from 1 April 2021 to 31 March 2024 (both days inclusive)   |
| “License”           | licensing right of use of the Premises from Tao Yun under the License Agreement   |
| “License Agreement” | the license agreement dated 25 March 2024 entered into between GNS and Tao Yun in relation to the License for a term of three years commencing from 1 April 2024 to 31 March 2027 (both days inclusive)   |
| “Listing Rules”     | the Rules Governing the Listing of Securities on the Stock Exchange   |
| “Mr. Hung”          | Mr. Hung Hon Man, the chairman of the Board and a non-executive Director of the Company. Mr. Hung is also the chairman, an executive director and the controlling shareholder of GN Holdings  |

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|------------------|--|
| “Premises”       | commercial units on Ground Floor, 1st Floor and 2nd Floor of Cosco Tower, Grand Millennium Plaza, 183 Queen’s Road Central and No. 33 Wing Lok Street, Hong Kong |
| “SFO”            | the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)  |
| “Share(s)”       | ordinary share(s) of the Company   |
| “Shareholder(s)” | holder(s) of Share(s)  |
| “Stock Exchange” | The Stock Exchange of Hong Kong Limited  |
| “Tao Yun”        | Tao Yun Company Limited, a company incorporated in Hong Kong with limited liability and an indirect wholly owned subsidiary of GN Holdings                       |
| “%”              | per cent   |

By order of the board of  
**Get Nice Financial Group Limited**  
**Hung Sui Kwan**  
*Chief Executive Officer*

Hong Kong, 25 March 2024

*As at the date of this announcement, the Board comprises (i) Mr. Shum Kin Wai, Frankie (managing director) and Mr. Hung Sui Kwan (chief executive officer) as executive Directors; (ii) Mr. Hung Hon Man as chairman and non-executive Director; and (iii) Ms. Ng Yau Kuen, Carmen, Mr. Cheung Chi Kong, Ronald and Mr. Chan Ka Kit as independent non-executive Directors.*